

## AMENDMENT TO THE CLAIMS

### **Claims pending**

- At time of the Action: Claims 1-43.
- After this Response: Claims 23-43.

**Canceled or Withdrawn claims:** 1-22.

**Amended claims:** None

**New claims:** None

1. **(Cancelled)** A method for facilitating distribution of physical restricted securities comprising the steps of:

receiving from an originating entity a distribution package relating to distribution of restricted securities to participants;

giving a transfer agent custody of the securities for at least a limited period of time, the securities being registered in the name of the originating entity; and

providing delivery instructions for at least one of the participants to the transfer agent;

wherein the transfer agent can perform incremental distributions of the securities in accordance with the delivery instructions.

2. **(Cancelled)** The method of claim 1, further comprising the step of monitoring distribution of securities by the transfer agent.

3. **(Cancelled)** The method of claim 1, wherein the originating entity is a venture capitalist entity and the participants are limited partners.

4. **(Cancelled)** The method of claim 1, further comprising the step of receiving instructions from the participants for delivery of the securities.

5. **(Cancelled)** The method of claim 1, further comprising the step of notifying the participants of the distribution.

6. **(Cancelled)** The method of 1, wherein the distribution package comprises a physical share certificate and an opinion of counsel relating to the distribution.

7. **(Cancelled)** The method of claim 6, further comprising the step of providing the opinion of counsel to the transfer agent.

8. **(Cancelled)** The method of claim 1, further comprising the step of receiving from the transfer agent securities for which no distribution instructions can be obtained.

9. **(Cancelled)** A method for distributing physical restricted securities comprising the steps of:

at a facilitator:

receiving from an originating entity a distribution package relating to distribution of restricted securities to participants;

giving a transfer agent custody of the securities for at least a limited period of time, the securities being registered in the name of the originating entity; and

providing delivery instructions to the transfer agent indicating a respective number of securities allocated to particular participants and a manner of disposition of those securities for the particular participants; and

at the transfer agent:

receiving the delivery instructions;

canceled a certificate indicating ownership of a first number of the securities by the originating entity;

distributing a second number of securities in accordance with the received incremental delivery instructions; and

issuing a new certificate indicating ownership by the originating entity of the first number minus the second number of securities when the first number minus the second number is greater than zero.

10. **(Cancelled)** The method of claim 9, wherein the step of distributing comprises issuing a certificate of ownership by a particular participant of the respective number of securities allocated to that participant.

11. **(Cancelled)** The method of claim 9, wherein the step of distributing comprises issuing a certificate of ownership to a third party of the respective number of securities allocated to a particular participant.

12. **(Cancelled)** The method of claim 9, wherein the step of distributing comprises electronically transferring to a third party the respective number of securities allocated to a particular participant.

13. **(Cancelled)** The method of claim 9, further comprising the step of the facilitator monitoring distribution of shares by the transfer agent.

14. **(Cancelled)** The method of claim 9, wherein the originating entity is a venture capitalist entity and the participants are limited partners.

15. **(Cancelled)** The method of claim 9, further comprising the allocated step of the facilitator obtaining instructions from a particular participant for disposition of the securities to the particular participant.

16. **(Cancelled)** The method of claim 9, further comprising the step of the facilitator notifying participants of the distribution.

17. **(Cancelled)** The method of claim 9, wherein the distribution package comprises a physical share certificate and an opinion of counsel relating to the distribution.

18. **(Cancelled)** The method of claim 17, further comprising the step of providing the opinion of the counsel to the transfer agent.

19. **(Cancelled)** The method of claim 18, further comprising the steps of, upon the detection by the transfer agent of a discrepancy between the received delivery instructions and the opinion of counsel for one of the particular participants:

informing the facilitator of the discrepancy;

refraining from distributing securities allocated to the one of the particular participants; and

proceeding in the distribution of securities allocated to another of the particular participants for which there is no discrepancy.

20. **(Cancelled)** A method for distributing physical restricted securities comprising the steps of:

receiving at a facilitator from a venture capitalist ("VC") (a) at least one certificate indicating ownership of a number of securities by the VC, (b) allocation instructions for the number of securities, the allocation instructions identifying a plurality of limited partner participants and a respective number of securities allocated to each participant, and (c) authorization to transfer the at least one certificate to the custody of a transfer agent;

giving the transfer agent custody of the at least one certificate;

contacting the participants to obtain delivery instructions for the securities; and

upon obtaining delivery instructions from at least some of the participants, providing the delivery instructions to the transfer agent, whereby the transfer agent can perform distributions of at least a portion of the number of the securities in accordance with the delivery instructions.

21. **(Cancelled)** The method of claim 20, further comprising the steps of:

Receiving from the transfer agent remaining securities for which no distribution instructions have been obtained after a predetermined distribution period; and

returning the remaining securities to the VC.

22. **(Cancelled)** The method of claim 20, further comprising the steps of:

receiving an opinion of counsel relating to the distribution from the VC; and forwarding the opinion to the transfer agent.

23. **(Original)** A method for providing restricted security distribution instructions to a transfer agent comprising the steps of:

receiving distribution information from a Venture Capitalist ("VC") in electronic form, the distribution information including data indicating for each participant in the distribution a name, an identification number, and a number allocated securities;

importing the distribution information into a database system;

matching participants identified in the distribution information to participant information previously entered in the database system;

associating each respective participant in the distribution with a contact from which instructions regarding the disposition of the allocated securities to the respective participant can be obtained;

indicating contacts who must be contacted to obtain distribution instructions for associated participants;

storing distribution instructions received from contacts in the database system;

generating a report containing received instructions for the participants in the distribution; and

providing the report to a transfer agent.

24. **(Original)** The method of claim 23, further comprising the step of scrubbing the received information prior to the importing step.

25. **(Original)** The method of claim 23, wherein the step of matching participants comprises the steps of:

identifying previously stored records in the database system containing matching identification numbers;

indicating differences between data in identified records and the distribution data received from the VC; and

indicating participants in the distribution for which no matching previously stored record was found.

26. **(Original)** The method of claim 23, further comprising the step of defining distribution restrictions for a particular participant.

27. **(Original)** The method of claim 23, wherein the step of indicating comprises the step of dynamically indicating the contacts for participants in the distribution and a contact status for the indicated contacts.

28. **(Original)** The method of claim 23, further comprising the step of, upon the selection of an indicated contact indicating all open items for which the contact must be contacted.

29. **(Original)** The method of claim 23, wherein the step of generating is performed on a periodic basis.

30. **(Original)** The method of claim 23, wherein the step of generating is performed on demand.

31. **(Original)** The method of claim 23, wherein the step of generating is performed in response to the receipt of distribution instructions for at least one participant.

32. **(Original)** The method of claim 23, wherein the report is incremental.

33. **(Original)** The method of claim 23, wherein the report is provided to the transfer agent in electronic form.

34. **(Original)** A system for generating restricted security distribution instruction reports suitable for use by a transfer agent, the system comprising:

a database;

at least one client computer system having access to the database;

a database import module configured to import into the database distribution information received from an originating entity in electronic form, the distribution information including data indicating for respective participants in the distribution a name, an identification number, and a number of allocated securities;

a participant matching module configured to match participants identified in the distribution information to participant information previously stored in the database;

a participant contact association module configured to associate each participant in the distribution with a contact from which instructions regarding the disposition of the securities allocated to the participant can be obtained;

a call queue module configured to indicate contacts who must be contacted to obtain distribution instructions for associated participants;

at least one disposition module configured to store distribution instructions received from the contacts; and

a participant instruction report module configured to generate a report containing received instructions for the participants, the report suitable for electronic transfer to the transfer agent.

35. **(Original)** The system of claim 34, further comprising a scrubbing module configured to format the received information and to verify that required data fields are present prior to processing of the received information by the import module.

36. **(Original)** The system of claim 34, wherein the participant matching module is configured to:

- identify previously stored records in the database containing matching identification numbers;

- indicate differences between data in identified records and the distribution data received from the originating entity; and

- indicate participants in the distribution for which no matching previously stored record was found.

37. **(Original)** The system of claim 34, wherein the call queue module is configured to dynamically indicate contacts for participants in the distribution and a contact status for the indicated contacts.

38. **(Original)** The system of claim 34, further comprising a contact detail module configured to, upon the selection of an indicated contact, indicate all open items for which the selected contact must be contacted.

39. **(Original)** The system of claim 34, wherein the participant instruction report module is configured to generate the report on a periodic basis.

40. **(Original)** The system of claim 34, wherein the participant instruction report module is configured to generate a report on demand.

41. **(Original)** The system of claim 34, wherein the participant instruction report module is configured to generate a report in response to the receipt of instructions for at least one participant.

42. **(Original)** The system of claim 34, wherein the participant instruction report module configured to generate incremental reports.

43. **(Original)** The system of claim 34, wherein the database comprises a plurality of tables including tables forming:

- an allotment cluster configured to store information related to distribution tasks to be performed by the facilitator;

- a participant cluster configured to store individual account level reference information;

- a content cluster configured to store contact reference information; and

- a project cluster configured to store information related to specific security distribution projects.